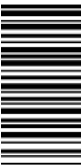


1 Vote on Prudential's plan to demutualize.

Your vote must be received by Month XX, 2001.
Vote by placing an X in one box only. Then sign and return this ballot in the postage-paid envelope provided. *Please use blue or black ink.*
The Board of Directors has endorsed the Plan and recommends a YES vote.



SAMPLE A SAMPLE
100 MAIN STREET
ANYWHERE, USA 00000-0000

DRAFT as of 4/9/01

☐

YES
I vote FOR
the Plan

☐

NO
I vote
AGAINST
the Plan

MORE
INFORMATION
ON BACK ▶

SIGNATURE

(ADDITIONAL SIGNATURES IF APPLICABLE. SEE BACK.)

DATE

All persons listed above must sign exactly as name(s) appear. Give your full name and title when signing as attorney, executor, administrator, trustee or guardian.

2 Certify your Social Security or Employer Identification Number.

9999 05257 012345 67890 000-00-0000

You must sign and return this card even if the Taxpayer ID shown is correct.
Avoid any unnecessary IRS withholding. If you do not return this card, we may be required to withhold and pay the IRS 31% of any cash payment you receive.
IRS withholding tax notice: Under penalties of perjury, I certify that (1) the number shown on this card is my correct Taxpayer Identification Number (or I am waiting for a number to be issued) and (2) I am not subject to backup withholding because (i) I am exempt from backup withholding or (ii) I have not been notified by the IRS that I am subject to backup withholding as a failure to report all interest or dividends, or (iii) the IRS has notified me that I am no longer subject to backup withholding and (3) I am a U.S. person (including a U.S. resident alien). *You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.*

Your number is not in our file.
Please enter it at right.

U.S. TAXPAYER IDENTIFICATION NUMBER
(Your Social Security Number or Employer Identification Number)

SAMPLE A SAMPLE
100 MAIN STREET
ANYWHERE, USA 00000-0000

☐

Check here
to correct
your address.
Make address
corrections on
back of card.

Complete this grid ONLY if your
Taxpayer ID is incorrect or missing.
INSTRUCTIONS ON BACK. ▶

0	0	0	0	0	0	0	0	0
1	1	1	1	1	1	1	1	1
2	2	2	2	2	2	2	2	2
3	3	3	3	3	3	3	3	3
4	4	4	4	4	4	4	4	4
5	5	5	5	5	5	5	5	5
6	6	6	6	6	6	6	6	6
7	7	7	7	7	7	7	7	7
8	8	8	8	8	8	8	8	8
9	9	9	9	9	9	9	9	9

The Taxpayer ID written above is my:

☐ SOCIAL SECURITY
NUMBER

☐ EMPLOYER IDENTIFICATION
NUMBER (for businesses)

SIGNATURE OF TAXPAYER

DATE

3 Determine the form of your compensation.

SAMPLE A SAMPLE

We currently estimate that you will receive compensation equal in value to 40 – 50 shares of stock. **If you prefer to receive stock, you must check the box, sign and return this card by Month XX, 2000.**

If you prefer cash, you do not need to return this card. Note: Under certain circumstances, you may receive stock automatically. (See details on back.)

☐

Check here
if you would
prefer to
receive stock
rather than
cash.

SIGNATURE

(ADDITIONAL SIGNATURES IF APPLICABLE. SEE BACK OF CARD 1.)

DATE

All persons listed on Card 1 must sign exactly as name(s) appear. Give your full name and title when signing as attorney, executor, administrator, trustee or guardian.

4 Read and keep this card for your records.

Your vote must be received by Month XX, 2001.

POLICYOWNER NAME
SAMPLE A SAMPLE

CONTROL NUMBER
1234 56 7890
Refer to these numbers when replying by phone or Internet.
(See back of Card 1 for details.)

PIN NUMBER
777 777

We currently estimate that you will receive compensation equal in value to 40 – 50 shares of stock. If you prefer to receive stock, you must complete and return Card 3. If you prefer cash, you do not need to return Card 3. Note: Under certain circumstances, you may receive stock automatically. (See back of Card 3 for details.)

POLICY NUMBER
987654321
987654321

NAME OF INSURED/ANNUITANT/CONTRACTHOLDER
SAMPLE A SAMPLE
SAMPLE A SAMPLE

MORE
INFORMATION
ON BACK ▶

Questions? Need help?
Call toll-free at 1-800-XXX-XXXX. TDD 1-800-XXX-XXXX.
Or visit www.prudential.com



Choosing between cash or stock ...
Some policyholders will receive cash unless they elect stock. If the front of Card 3 indicates that you have a choice, and you prefer stock, you must check the box, sign and return this card. If you prefer cash, do not return this card. Note: If at the time of Prudential’s conversion to a stock company, the number of shares actually allocated to you is greater than the cash distribution cut-off amount established by Prudential’s Board of Directors, you may receive stock automatically.

If your card does not indicate that you have a choice of cash or stock, there is no need to return this card.

Detach here.

Regarding your eligibility for stock or other benefits ...
Our records show that you were the owner of the policy(ies) listed on the front of this card as of December 15, 2000. As such, you will be entitled to receive compensation based on a number of shares of Prudential Financial, Inc. stock (in the range shown on front) if the company goes public. This may be paid in Prudential Financial, Inc. stock, or in cash or policy credits.

The actual number of shares on which your compensation will be based may vary from the numbers shown and will depend on several factors that cannot be determined until the effective date of the plan.

An asterisk (*) preceding the policy number on the front of this card indicates a tax-qualified policy or contract. In order to protect the tax-qualified status of this policy/contract, you will receive policy credits instead of receiving cash or Prudential Financial, Inc. stock. For more information on policy credits, refer to *Policyholder Information Booklet, Part 1*.

Policyholders who receive cash or policy credits will get additional compensation ...
If your compensation is paid only in cash or policy credits instead of stock, you will receive approximately 10% additional compensation (subject to a minimum of two additional shares). This additional compensation is not reflected in the share range indicated on the front of Card 3 and Card 4. For more information on the Top-Up provision that applies to any non-stock compensation, see *Policyholder Information Booklet, Part 1*.



Detach here.

The “one vote per owner” rule ...
As a Prudential policyowner, you are generally entitled to one vote, even if you own more than one Prudential policy.

Regarding the joint ownership of policies ...
It’s possible that you share ownership of a policy (or policies) with one or more persons (e.g., spouses may jointly own a policy). In this case, all the persons who jointly own a policy (or policies) share one vote, and all must sign the front of this ballot.

To be eligible to vote, you must have been at least 18 years of age on December 15, 2000, the date the Board approved the Plan.

Four easy ways to vote ...
BY MAIL. Mail your completed reply cards in the postage-paid envelope provided. If you do not have an envelope, mail your cards to: The Prudential Insurance Company of America, P.O. Box 00000, City, State 00000.

BY PHONE. Call 1-800-XXX-XXXX. (TDD 1-800-XXX-XXXX). Please have your control number and PIN number ready (shown on the front of Card 4).

BY INTERNET. Visit www.prudential.com. Please have your control number and PIN number ready.

IN PERSON. Appear at a special policyholder meeting at the time and location noted in your *Policyholder Information Booklet, Part 1*.

When voting by phone or Internet, please have a pen and paper on hand to record your confirmation numbers.

The voting deadline is indicated on the front of Cards 1 & 4.



Detach here.

7	2	9	6	0	6	7	3	4
0	0	0	0	0	0	0	0	0
1	1	1	1	1	1	1	1	1
2	2	2	2	2	2	2	2	2
3	3	3	3	3	3	3	3	3
4	4	4	4	4	4	4	4	4
5	5	5	5	5	5	5	5	5
6	6	6	6	6	6	6	6	6
7	7	7	7	7	7	7	7	7
8	8	8	8	8	8	8	8	8
9	9	9	9	9	9	9	9	9

The Taxpayer ID written above is my:

☒ SOCIAL SECURITY NUMBER

☐ EMPLOYER IDENTIFICATION NUMBER (for businesses)

How to fill out the grid.
Write your Taxpayer Identification Number (either your Social Security Number or Employer Identification Number) in the boxes, using blue or black ink. For joint owners, only the first named owner listed on Card 2 is required to provide his/her Taxpayer Identification Number and signature.

In the column under each box, darken the circle that corresponds with the number you entered above it. Please fill the circle completely.

Mark the box that indicates whether the number you entered is your Social Security Number or your Employer Identification Number.

Do we have your proper address? Use this space for corrections:

NAME _____

STREET _____

CITY _____ STATE _____ ZIP _____

PHONE _____

Detach here.

